

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810

INFORMATION FOR DOMESTIC AND FOREIGN GENERAL PARTNERSHIPS

Chapter 425, Hawaii Revised Statutes

Registered Office/Registered Agent Change

Section 425-18 provides that each domestic and foreign general partnership shall continuously maintain in this State: (1) a registered office which may be the same as any of its places of business; and (2) a registered agent, who shall be either an individual resident of this State, a domestic entity, or a foreign entity authorized to transact business in this State, whose business office is identical to the registered office.

Section 425-19 provides that a domestic or foreign general partnership may change its registered office or registered agent by delivering to the department director for filing a statement of change setting forth the information required by this section.

Section 425-20 provides that any registered agent may resign as the registered agent by delivering a signed statement of resignation to the department director for filing. The statement may include a statement that the registered office is also discontinued. The registered agent shall mail one copy of the statement of resignation to the partnership's registered office, if not discontinued, and one copy to the partnership at its principal office. The appointment of the registered agent shall terminate and the registered office discontinued if so provided, thirty-one days after the date on which the statement was filed.

Name Change

Section 425-7 provides that whenever any partnership shall change its partnership name, it shall within thirty days thereafter file in the office of the director of commerce and consumer affairs a statement showing: (1) the registered name of the partnership; and (2) the new name of the partnership. The statement shall be signed and certified as correct by any partner.

Dissolution of domestic general partnership

Section 425-9 provides that whenever a domestic general partnership is dissolved, and the business is not continued, a statement thereof showing the cause of dissolution shall be filed in the office of the director of commerce and consumer affairs within thirty days after the dissolution. The statement shall be certified by at least one partner who shall certify that the dissolution was approved by all of the partners. Forms are available from the department.

Withdrawal of foreign general partnership

Section 425-17 provides that a foreign general partnership may withdraw its certificate of authority to transact business in the State of Hawaii by filing an application for a certificate of withdrawal. Forms are available from the department.

SEE REVERSE SIDE FOR MORE INFORMATION.

Annual Statement

Sections 425-1 provides that an annual statement shall be filed within the time periods prescribed in subsections (c) and (d) that read as follows:

(c) Notwithstanding any other provision of this chapter to the contrary, annual statements reflecting the period from January 1, 2002, through December 31, 2002, that would otherwise be required, may be voluntarily filed with the department director if the annual statement complies with the requirements of this section.

(d) Effective January 1, 2003, for a domestic or foreign partnership whose date of registration in this State falls between:

(1) January 1 and March 31, an annual statement shall be filed on or before March 31 of each year and shall reflect the state of the partnership's affairs as of January 1 of the year when filed;

(2) April 1 and June 30, an annual statement shall be filed on or before June 30 of each year and shall reflect the state of the partnership's affairs as of April 1 of the year when filed;

(3) July 1 and September 30, an annual statement shall be filed on or before September 30 of each year and shall reflect the state of the partnership's affairs as of July 1 of the year when filed; and

(4) October 1 and December 31, an annual statement shall be filed on or before December 31 of each year and shall reflect the state of the partnership's affairs as of October 1 of the year when filed;

provided that if a domestic or foreign partnership is registered in the same year in which the annual report is due, the domestic or foreign partnership shall not be required to file an annual statement for that year. Thereafter, the domestic or foreign partnership shall comply with the requirements of this section.

A \$5.00 fee must be paid upon filing of the statement.

The annual statement forms will be mailed to every partnership each year, and in order to assure receipt of the same, this department shall be notified in writing of any change of address. The notification must be signed by a partner.

Failure to file the statement within the prescribed time will subject the partnership to a maximum penalty of \$25.00 for each thirty-day period that the delinquency continues. If the annual statement is not filed for a period of two years, the partnership may be involuntarily cancelled by the director pursuant to Section 425-14.